

TORTOISE MLP FUND, INC.
Form 4/A
November 27, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SUN LIFE FINANCIAL INC

2. Issuer Name and Ticker or Trading Symbol
TORTOISE MLP FUND, INC.
[NTG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

SUN LIFE ASSURANCE CO OF CANADA, 150 KING STREET WEST SUITE 1400

(Street)

TORONTO, A6 M5H 1J9

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2013

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

4. If Amendment, Date Original Filed (Month/Day/Year)
10/24/2013

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| 4.29% Senior Notes Series D due Dec. 15, 2020 | 07/31/2013 | | J | | 1,000,000 (2) | A | \$ 1,079,960 (5) |
| 2.48% Senior | 08/02/2013 | | J | | 10,000,000 | D | \$ 0 |

See footnote. (3)

See footnote

Notes
Series
A due
Dec.
15,
2013

(4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SUN LIFE FINANCIAL INC SUN LIFE ASSURANCE CO OF CANADA 150 KING STREET WEST SUITE 1400 TORONTO, A6 M5H 1J9 | | X | | |
| Sun Life Assurance CO of Canada 150 KING STREET WEST TORONTO, A6 M5H 1J9 | | X | | |

Signatures

/s/Stephen C. Peacher, Authorized Signer for Sun Life Financial Inc., Sun Life Assurance Company of Canada and Sun Life and Health Insurance Company (U.S.)

11/27/2013

__Signature of Reporting Person

Date

/s/John T. Donnelly, Authorized Signer for Sun Life Financial Inc., Sun Life Assurance Company of Canada and Sun Life and Health Insurance Company (U.S.)

11/27/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Incorrectly reported as \$13,000,000 on amendment dated 11/21/2013.
- (2) Incorrectly reported in shares rather than US dollars on amendment dated 11/21/2013
- (3) \$13,000,000 directly owned by Sun Life Assurance Company of Canada, a wholly-owned subsidiary of Sun Life Financial Inc. and \$1,000,000 directly owned by Sun Life and Health Insurance Company (U.S.), an indirectly wholly-owned subsidiary of Sun Life Financial Inc.
- (4) Securities were owned by Sun Life Assurance Company of Canada, a wholly-owned subsidiary of Sun Life Financial Inc., prior to prepayment.
- (5) Paid by the direct owner, Sun Life and Health Insurance Company (U.S.) and not by the indirect owner, Sun Life Financial Inc.

Remarks:

\$10,000,000 of 2.48% Senior Notes Series A due Dec. 15, 2013 were incorrectly reported as due Dec. 15, 2020 and as owned

As noted in November 21, 2013 amendment, Sun Life and Health Insurance Company (U.S.) does not have a CIK or CCC number.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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